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FILED

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

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Malet-Rothman
SECRETARY OF STATE

Crucible Materials Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of Crucible Materials Corporation, by unanimous written consent dated as of September 25, 1986, adopted a resolution setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Board of Directors of Crucible Materials Corporation recommends to the Shareholders approval of a resolution authorizing the Certificate of Incorporation of Crucible Materials Corporation to be amended by adding a new Section 7, which would read as follows:

7. No director of the corporation shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

SECOND: That the Board of Directors of Crucible Materials Corporation called an annual meeting of the stockholders of said corporation, which was held on October 9, 1986, notice of said meeting having been waived in writing prior to the meeting by all stockholders of said corporation, and that, at such meeting, all stockholders of said corporation were present and all shares of stock entitled to vote on the foregoing amendment were voted in favor of approving said amendment.

THIRD: That the foregoing amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Crucible Materials Corporation has caused this Certificate to be signed, the 30th day of October, 1986, by John L. Vensel, its President, and attested by Harvey O. Simmons III, its Secretary, and the undersigned affirms that facts stated in the Certificate are true and correct.

CRUCIBLE MATERIALS CORPORATION

By


President

ATTEST:

By


Secretary